

EXHIBIT A

WINDELS MARX LANE & MITTENDORF, LLP
Proposed Special Counsel for SIPA Trustee
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Attorneys appearing:
Alan Nisselson (anisselson@windelsmarx.com)
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Regina Griffin (rgriffin@windelsmarx.com)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**AFFIDAVIT OF HOWARD L. SIMON IN SUPPORT OF TRUSTEE'S
MOTION FOR AN ORDER APPROVING THE RETENTION OF WINDELS MARX
LANE & MITTENDORF, LLP AS SPECIAL COUNSEL TO THE SIPA TRUSTEE OF
THE CONSOLIDATED ESTATES *NUNC PRO TUNC* AS OF JUNE 9, 2009**

STATE OF NEW YORK)
) S.S:
COUNTY OF NEW YORK)

HOWARD L. SIMON, being duly sworn, deposes and says:

1. I am a member of the law firm of Windels Marx Lane & Mittendorf, LLP

(“Windels Marx” or the “Firm”), whose New York offices are located at 156 West 56th Street, New York, New York 10019, and all of whose members and associates who will be assigned to this case are duly admitted to practice in this Court.

2. Except (i) with respect to Windels Marx’s representation of Alan Nisselson (“Nisselson”) pursuant to that certain Order of this Court dated April 24, 2009 authorizing and empowering Nisselson, as Chapter 7 Trustee, to retain Windels Marx to represent him in the Madoff case, effective as of June 9, 2009, and (ii) as previously disclosed to this Court in that certain Affidavit of Nisselson in Support of Trustee’s Application for Authority to Retain Windels Marx as Attorneys for the Chapter 7 Trustee, dated April 22, 2009, neither I, Windels Marx, nor any member or associate thereof, insofar as I have been able to ascertain, have any connection with Bernard L. Madoff Investment Securities LLC (“BLMIS”) or Bernard L. Madoff (“Madoff”, and together, the “Debtors”), with Madoff’s petitioning creditors, any other party in interest, the United States Trustee, or any person employed in the Office of the United States Trustee.

3. Windels Marx will seek compensation pursuant to that certain Order Pursuant to Section 78eee(b)(5) of SIPA, Sections 105, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a) and Local Bankruptcy Rule 2016-1 Establishing Procedures Governing Interim Monthly Compensation of Trustee and Baker & Hostetler LLP dated February 25, 2009, and shall, in accordance with the terms of such Order continue to file interim and final fee applications with this Court pursuant to the terms of Bankruptcy Code §§ 330 and 331.

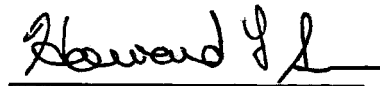
4. No agreement exists between Windels Marx and any third person for the sharing of compensation received by Windels Marx in connection with this case, except as allowed by Bankruptcy Code § 504(b) and Federal Rule of Bankruptcy Procedure 2016 in respect to sharing

of compensation among members of Windels Marx.

5. Insofar as I have been able to ascertain, neither deponent nor the Firm holds or represents any interest adverse to the SIPA Trustee, the Debtors, the estates or any class of creditors herein, in connection with the matters upon which it is to be engaged.

6. Windels Marx is disinterested as that term is defined in SIPA Section 78eee(b)(6)(A).

7. Windels Marx will conduct ongoing checks for conflicts and when additional creditors and parties-in-interest are known, and if any new, relevant facts or relationships are discovered or arise, Windels Marx shall file and serve a supplemental affidavit promptly.


Howard L. Simon

Sworn to before me this
9th day of July 2009

/s/ Eleni Tsoumas
Eleni Tsoumas
Notary Public, State of New York
No. 07TS6020617
Qualified in Bronx County
Commission Expires March 1, 2011